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DATE AUGUST 25, 1995

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SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

RE: ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

HARRY BAYRON
(individual's name)

ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.
(name of corporation)

MAILING ADDRESS OF CORPORATION

5325 GREENWOOD AVE. SUITE 302

WEST PALM BEACH, FLORIDA 33407

PHONE (407) 844-2398 EXT.

9-15-95

ARTICLES OF INCORPORATION

of
ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.
FOR THE MEDICAL PRACTICE OF PEDIATRIC CARDIOLOGY

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares
(500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME HARRY BAYRON, M.D.
ADDRESS 5325 GREENWOOD AVE. SUITE 302
CITY WEST PALM BEACH FLORIDA ZIP 33407

The principal office, if known, or the mailing address of the corporation is:

NAME ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.
ADDRESS 5325 GREENWOOD AVE. SUITE 302
CITY WEST PALM BEACH FLORIDA ZIP 33407

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME HARRY BAYRON, M.D.
ADDRESS 7439 PIONEER RD.
CITY WEST PALM BEACH STATE FLORIDA ZIP 33413

NAME RENATO DUBOIS, M.D.
ADDRESS 5325 GREENWOOD AVE. SUITE 302
CITY WEST PALM BEACH STATE FLORIDA ZIP 33407

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP _____

ARTICLE VII - INCORPORATORS

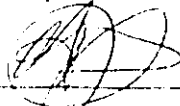
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

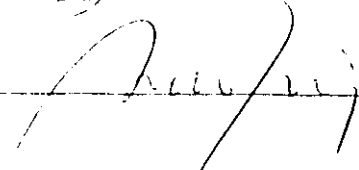
NAME HARRY BAYRON, M.D.
ADDRESS 7439 PIONEER RD.
CITY WEST PALM BEACH STATE FLORIDA ZIP 33413

NAME RENATO DUBOIS, M.D.
ADDRESS 5325 GREENWOOD AVE. SUITE 302
CITY WEST PALM BEACH STATE FLORIDA ZIP 33407

NAME _____
ADDRESS _____
CITY _____ STATE FLORIDA ZIP _____

IN WITNESS WHEREOF, the undersigned and subscriber(s) have executed these Articles of Incorporation this 25TH DAY OF AUGUST of 1995

 _____ (Seal)

 _____ (Seal)

_____ (Seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

ASSOCIATES IN PEDIATRIC CARDIOLOGY, P.A.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5325 GREENWOOD AVE. SUITE 302

WEST PALM BEACH, FLORIDA ZIP 33407

has named HARRY BAYRON, M.D.

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(REGISTERED AGENT)